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UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF CALIFORNIA, FRESNO DIVISION

In re:

TULARE LOCAL HEALTHCARE
DISTRICT dba TULARE
REGIONAL MEDICAL CENTER,

Debtor.

Case No.: 17-13797-9-B

Chapter 9

DC No.: WW-1

**DECLARATION OF MARC
LEVINSON IN OPPOSITION TO
DEBTOR’S MOTION TO REJECT
EXECUTORY CONTRACT
(HEALTHCARE CONGLOMERATE
ASSOCIATES, INC.)**

1 I, Marc A. Levinson, hereby declare as follows:

2 1. I am a member of the bar of this Court, and am a Senior Counsel at Orrick,
3 Herrington & Sutcliffe LLP, attorneys for Defendant Healthcare Conglomerate Associates, Inc.
4 (“HCCA”) in the above-captioned chapter 9 case. I make this declaration in opposition to the
5 Tulare Local Healthcare District dba Tulare Regional Medical Center Motion to Reject
6 Executory Contract (Healthcare Conglomerate Associates, LLC.). I have personal knowledge of
7 the facts in this declaration, and I could and would testify competently to them under oath if
8 called as a witness.

9 2. A true and correct copy of HCCA’s Notice of Material Breach is attached hereto
10 as **Exhibit A**.

11 3. A true and correct copy of HCCA’s Notice of District Default is attached hereto as
12 **Exhibit B**.

13 4. A true and correct copy of a September 29, 2017 email from McCormick Barstow
14 attaching a letter from Tim Thompson is attached hereto as **Exhibit C**.

15 5. A true and correct copy of an email exchange between Marshall Grossman and
16 Tim Thompson on September 29, 2017 is attached hereto as **Exhibit D**.

17 6. A true and correct copy of my October 4, 2017 email memorandum to Riley
18 Walter attaching proposed loan documents is attached hereto as **Exhibit E**.

19 7. A true and correct copy of my September 26, 2017 email memorandum to
20 McCormick Barstow attaching financial documents sent at 8:20 AM is attached hereto as
21 **Exhibit F**.

22 8. A true and correct copy of my September 26, 2017 email memorandum to
23 McCormick Barstow attaching financial documents sent at 8:26 AM is attached hereto as
24 **Exhibit G**.

25 9. A true and correct copy of my September 26, 2017 email memorandum to
26 McCormick Barstow attaching financial documents sent at 3:59 PM is attached hereto as
27 **Exhibit H**.

28 10. A true and correct copy of my September 26, 2017 email memorandum to

McCormick Barstow attaching financial documents sent at 4:06 PM is attached hereto as **Exhibit I.**

11. A true and correct copy of my September 27, 2017 email memorandum to McCormick Barstow attaching financial documents sent at 11:40 AM is attached hereto as **Exhibit J.**

12. A true and correct copy of my September 28, 2017 email memorandum to McCormick Barstow attaching financial documents sent at 3:13 PM is attached hereto as **Exhibit K**.

I declare under penalty of perjury under the laws of the State of California and these United States that the foregoing is true and correct.

Executed this 17th of October, 2017, at Sacramento, California.

/s/ Marc A. Levinson
MARC A. LEVINSON